

RECORDATION NO. 29585-A
FILED

DEC 27 '10 -8 00 AM

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 27, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of December 21, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease being filed with the Board under Recordation Number 29589.

The name and address of the party to the enclosed document are:

Seller: Citicorp Railmark, Inc.
2700 East Bay Drive
Largo, FL 33771

[Buyer: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062]

Chief, Section of Administration
December 27, 2010
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A description of the railroad equipment covered by the enclosed document is:

28 gondola railcars within the series KCS 339106 - KCS 339198 as more particularly set forth in the attachment to the document.

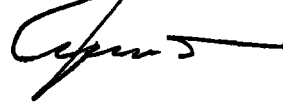
A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

BILL OF SALE

For good and valuable consideration, the receipt of which is hereby acknowledged, Citicorp Railmark, Inc. (the "Seller") does hereby sell, assign and transfer unto Midwest Railroad Corporation ("Buyer"), and its successors and assigns, the units of railroad rolling stock described in Schedule A (the "Equipment").

This Bill of Sale is being delivered in connection with the Purchase and Sale Agreement between Seller and Buyer dated as of December 21, 2010 (the "Agreement"). SELLER MAKES NO REPRESENTATION OR WARRANTY WITH RESPECT TO THE EQUIPMENT, EXCEPT FOR THE REPRESENTATIONS AND WARRANTIES OF SELLER SET FORTH IN THE AGREEMENT. THE EQUIPMENT IS BEING SOLD TO BUYER BY SELLER "AS-IS" "WHERE-IS", WITHOUT ANY OTHER REPRESENTATIONS AND WARRANTIES, WHETHER WRITTEN, ORAL OR IMPLIED, AND SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HEREWITH, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 21st day of December, 2010.

I certify that I hold the title set forth below, that this instrument was signed by me on behalf of Citicorp Railmark, Inc. as its duly authorized officer and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Citicorp Railmark, Inc. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: 
Name: Thomas M. Pawlinski
His: Senior Vice President

**SCHEDULE A
TO
BILL OF SALE
DATED AS OF DECEMBER 21, 2010**

Twenty eight (28) 1980 Thrall built 100-ton mill gondola railcars bearing the following road marks and numbers:

| | | |
|-----------|------------|---------------|
| 1 | KCS | 339106 |
| 2 | KCS | 339109 |
| 3 | KCS | 339111 |
| 4 | KCS | 339114 |
| 5 | KCS | 339118 |
| 6 | KCS | 339122 |
| 7 | KCS | 339128 |
| 8 | KCS | 339134 |
| 9 | KCS | 339137 |
| 10 | KCS | 339142 |
| 11 | KCS | 339146 |
| 12 | KCS | 339150 |
| 13 | KCS | 339151 |
| 14 | KCS | 339155 |
| 15 | KCS | 339159 |
| 16 | KCS | 339167 |
| 17 | KCS | 339170 |
| 18 | KCS | 339172 |
| 19 | KCS | 339177 |
| 20 | KCS | 339180 |
| 21 | KCS | 339184 |
| 22 | KCS | 339185 |
| 23 | KCS | 339186 |
| 24 | KCS | 339189 |
| 25 | KCS | 339195 |
| 26 | KCS | 339196 |
| 27 | KCS | 339197 |
| 28 | KCS | 339198 |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/27/10



Robert W. Alvord